

Brown J McCauley  
Form 5  
June 13, 2011

# FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

|   |         |          |  |  |   |  |  |
|---|---------|----------|--|--|---|--|--|
| 1. Name and Address of Reporting Person * |         |          | 2. Issuer Name and Ticker or Trading Symbol                  |  | 5. Relationship of Reporting Person(s) to Issuer  |  |  |
| Brown J McCauley                          |         |          | BROWN FORMAN CORP<br>[BFA,BFB]                               |  | (Check all applicable)  |  |  |
| (Last)                                    | (First) | (Middle) | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) |  | <input type="checkbox"/> Director   | <input checked="" type="checkbox"/> 10% Owner  |  |
|   |         |          | 04/30/2011   |  | <input type="checkbox"/> Officer (give title below)   | <input type="checkbox"/> Other (specify below) |  |
| 850 DIXIE HIGHWAY                         |         |          | 4. If Amendment, Date Original Filed(Month/Day/Year)         |  | 6. Individual or Joint/Group Reporting  |  |  |
|   |         | (Street) |  |  | (check applicable line)   |  |  |
| LOUISVILLE, KY 40210                      |         |          |  |  | <input checked="" type="checkbox"/> Form Filed by One Reporting Person<br><input type="checkbox"/> Form Filed by More than One Reporting Person |  |  |
| (City)                                    | (State) | (Zip)    |  |  |   |  |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |            |                   | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------------------|--|--|---|
|                                 |                                      |  |                                | Amount  | (A) or (D) | Price             |  |  |   |
| Class A Common                  | Â                                    | Â  | Â                              | Â   | Â          | Â                 | 89,868 <sup>(1)</sup>  | D  | Â   |
| Class A Common                  | 01/31/2011                           | Â  | J <sup>(2)</sup>               | 47,000  | A          | \$ <sup>(2)</sup> | 548,926  | I  | By Brown Ventures, LLC                                |
| Class A Common                  | 01/31/2011                           | Â  | J <sup>(2)</sup>               | 47,000  | D          | \$ <sup>(2)</sup> | 0  | I  | By Brown FLIP   |
|                                 | Â                                    | Â  | Â                              | Â   | Â          | Â                 | 28,000   | I  |   |

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|                |            |   |   |        |   |            |                          |   |                    |
|----------------|------------|---|---|--------|---|------------|--------------------------|---|--------------------|
| Class A Common |            |   |   |        |   |            |                          |   | By MAE LLC         |
| Class A Common | 12/27/2010 | Â | G | 21,325 | D | \$ 0       | 170,675 <sup>(1)</sup>   | I | By GRAT            |
| Class A Common | 12/27/2010 | Â | G | 21,325 | A | \$ 0       | 21,325                   | I | By JMB Irrev Trust |
| Class A Common | 12/10/2010 | Â | G | 350    | A | \$ 0       | 2,429                    | I | By children        |
| Class A Common | 02/25/2011 | Â | P | 143    | A | \$ 67.9399 | 2,584.692 <sup>(3)</sup> | I | By children        |
| Class A Common | Â          | Â | Â | Â      | Â | Â          | 30,172                   | I | By Spouse          |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 2270 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Brown J McCauley<br>850 DIXIE HIGHWAY<br>LOUISVILLE, KY 40210 | Â             | Â X       | Â       | Â     |

## Signatures

Diane M. Barhorst, Attorney in Fact for J. McCauley  
Brown

06/13/2011

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Adjusted to reflect shares contributed from reporting person's direct holdings to GRAT.  
The Brown Family Limited Partnership merged into Brown Ventures, LLC on January 31, 2011, with no change in the reporting person's
- (2) pecuniary interest therein. The reporting person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (3) Adjusted to include shares held under the Brown-Forman Dividend Reinvestment Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.